

CHANGES TO THE NPGA CONSTITUTION

PROPOSED LANGUAGE

8. DUES

- (a) The Association shall establish criteria for the rate and collection of dues from Active, Retired, Affiliate, and Honorary members. This criterion is subject to the approval by the Board of Directors.

CURRENT LANGUAGE

8. DUES

- ~~(a) Dues shall become due on the first day of January of each year. The annual dues and time or times for payment shall be fixed by the Board of Directors, provided that the rates shall be uniform between members of the same class. Dues of State Association affiliates shall be as provided by the Board of Directors under the State Association Affiliation Plan.~~
- ~~(b) Honorary members retired from the LP gas industry shall be exempt from the payment of dues.~~
- ~~(c) An applicant for any type of Active membership shall include in its application its divisions, parent, subsidiary and affiliated companies, conducting operations in or involved with the same commodity, product or service of the applicant's Association section, and the dues or contribution schedule shall be applied against the combined operations of such companies, except that the operations of subsidiary and affiliated companies in a country other than that wherein the parent company is located shall not be included or considered in computing or applying the dues or contribution schedule. Where substantial common ownership exists within multiple corporations of the same Association section, such corporations shall be required to maintain a membership or memberships covering and including all such companies and pay dues or contributions based on total operations.~~
- ~~(d) Any member may resign from membership by giving written notice to that effect to the Secretary.~~
- ~~(e) Any member who is in arrears 60 days after any due date for payment of dues may be dropped from membership. A member dropped for nonpayment of dues may upon payment of all delinquencies be reinstated. The Board of Directors may at its discretion temporarily continue membership of a member whose dues are in arrears.~~
- ~~(f) The Board of Directors may designate a firm of certified public accountants to act as agents for the Association in the collection, receipt and temporary safekeeping of contributions or dues.~~
- ~~(g) New Active members joining after April 1 shall pay a full year's dues with their application or upon acceptance. However, such amount received shall be pro-rated over the balance of the year; dues in excess of the prorated amount shall be applied on the following year.~~
- ~~(h) The Board of Directors shall establish a process through which disputes over membership classifications, dues underpayments, and non-certifications will be resolved.~~

9. VOTING

(a) The right to vote in Association matters is reserved to Active, Retired, and Honorary members. Each Active, Retired and Honorary member shall be entitled to one vote, except as otherwise provided herein. Each Active member shall designate an individual to be that company's accredited representative, who shall be empowered to vote and represent the member in all Association, Board, and sectional matters. Individual/Employee members may only vote in sectional matters.

9. VOTING

The right to vote is reserved to Active members and retired members. Each Active member shall be entitled to one vote, except as otherwise provided herein.

- (a) Each such Active member shall appoint an accredited representative who shall be recognized as the person authorized to represent and to cast the vote for such Active member in Association matters.
- (b) Each interstate marketer member operating in a state or states in addition to the state of location of its principal office may appoint an accredited representative for each of these states. Such accredited representative shall be entitled to vote for his respective NPGA State Director and on all other Association matters.
- (c) All votes cast by members of the Association on any proposal shall be tabulated by a committee of accredited representatives of such members chosen or appointed by the Chairman or under the supervision of the auditing firm hired by the Board of Directors to conduct the financial audit.
- (d) Each Active member may appoint an alternate accredited representative who shall be authorized to act in the absence of the accredited representative.
- (e) Each Individual/Employee member or retired member shall be entitled to a single non-transferable vote.

11. BOARD OF DIRECTORS

(a) The government of this Association and the management of its affairs shall be vested in a Board of Directors composed of Active, Individual/Employee, Retired, and Honorary members as follows:

(i) **Board Officers:**

- A. 1 Board Chair
- B. 1 Chair-Elect
- C. 1 Vice Chair
- D. 1 Treasurer

(ii) **Elected Directors:**

- A. 50 State Directors
- B. 8 (United States) District Directors
- C. 1 Canada (District) Director
- D. 1 Mexico (District) Director
- E. 1 Dispenser Section Director
- F. 9 Producers and Wholesalers Section Directors
- G. 15 Manufacturers Section Directors
- H. 4 Services Provider Section Directors
 - I. 4 Distributors Section Directors
- J. 1 Transportation & Storage Section Director
- K. 1 International Section Director
- L. 1 Individual/Employee Member Section Director

(iii) **Appointed Directors:**

- A. Chairs of Standing Committees
- B. PropanePAC Steering Committee Chair
- C. Up to 24 At-Large Directors

(iv) **Emeritus Directors:**

Number to be determined by eligibility.

- (b) All directors shall be elected or appointed for terms and through procedures hereinafter prescribed.
- (c) The term of all Directors of the Board shall commence at the Organization Meeting.
- (d) Directors shall receive no compensation for their services.
- (e) Directors holding such office in a dual capacity shall only be entitled to one vote.

11. BOARD OF DIRECTORS

The government of this Association and the management of its affairs shall be vested in a Board of Directors composed of Active members and Emeritus Directors as follows:

50 State Directors

8 District Directors

9 Propane Supplier Directors

15 Manufacturer Section Directors

4 Services Section Directors

4 Distributor Section Directors

1 Transportation & Storage Section Director

1 International Section Director

1 Individual/Employee Member Director

All Standing Committee Chairmen

1 PropanePAC Director

4 Officers

No more than 24 Directors at-Large

Emeritus Directors: number to be determined by eligibility.

Directors shall be elected or appointed for terms as hereinafter prescribed or until their successors are elected and qualify as follows:

~~(a) Elected Directors~~

~~There shall be a Director elected from each state who shall serve for a term of two (2) years. Each State Director must be an accredited representative of an Active member in the state for which selected and if applicable, be a member of the affiliated state or regional association serving that state. Incumbent state directors must attend at least one Board meeting per year in order to be eligible to run for reelection.~~

~~(b) The Secretary shall send to the accredited representative of each Active member in each state or country in which a Director is to be elected, not less than forty (40) days prior to the annual meeting, a ballot for the election of a Director from his respective state or country.~~

~~Returned ballots must be received by the Secretary of the Association no later than twenty (20) days prior to the annual meeting to be valid and counted. The ballots shall promptly be presented for counting to a representative of the auditing firm so designated or a Board of Election Officials, appointed by the Chairman. The count shall be completed no later than fifteen (15) days prior to the annual meeting and the elected members promptly notified by the Secretary. The new Board shall take office at the Board of Directors meeting held in conjunction with the annual meeting.~~

- ~~(c) District Directors shall be elected by the State Directors of states comprising the district. District Directors shall serve for a term of two (2) years.~~
- ~~(d) Propane Supplier Directors shall be elected by and from Active propane supplier members under procedures prescribed by the Board of Directors. Three (3) propane suppliers shall be elected each year for a three (3) year term.~~
- ~~(e) Manufacturer Directors shall be elected by and from Active manufacturer members. They shall be elected under procedures prescribed by the Board of Directors to provide for the election of five (5) manufacturers each year for a three (3) year term.~~
- ~~(f) Distributor Directors shall be elected by and from Active appliance, container and/or equipment distributor members. They shall be elected under procedures prescribed by the Board of Directors to provide for the election of at least one (1) Distributor each year for a three (3) year term.~~
- ~~(g) The Transportation and Storage Section Director shall be elected annually by and from such Active members for a term of two (2) years.~~
- ~~(h) The International Section Director shall be elected annually by and from Active members from the International Section for a term of two (2) years.~~
- ~~(i) The Services Section Directors shall be elected annually by and from Active members from the Services Section for a term of two (2) years.~~
- ~~(j) In the election of such Sectional Directors, the Secretary shall send to the accredited representatives of each Active member in the designated classification or section not less than forty (40) days prior to the annual meeting a ballot and follow similar procedures as prescribed for the election of State Directors. The number of members in each classification required to fill Board vacancies or expiring terms receiving the largest number of votes shall serve as such Director for the succeeding term.~~
- ~~(k) The Individual/Employee Member Director shall be elected by and from Individual/Employee Members of the Association for a term of two (2) years.~~
- ~~(l) Directors at Large shall be appointed by the Board Chair for a one (1) year term. Past Board Chairs shall be Emeritus Directors until their resignation from the Board or their retirement from the industry.~~
- ~~(m) The PropanePAC Director shall be appointed by the Board Chair for a one (1) year term.~~
- ~~(n) If, following the actions outlined in paragraphs 11(a) and 11(c) there exist any vacancies among state members of the Board of Directors, the accredited representatives of Active members in good standing present, shall, if they desire, by nomination from the floor or otherwise as they may decide, elect directors to fill such vacancies from among the accredited representatives of Active members from the state from which elected. Vacancies for District Director shall be filled as soon as practical by the vote of the State Directors comprising the district. Vacancies in the Board of Directors held by industry section representatives shall be filled by vote of such sectional representatives on the Board of Directors. The Board of Directors shall fill such other vacancies occurring in its membership from time to time in a manner to be determined by it, but any director so elected shall be an accredited representative of an~~

~~Active member from the state or industry segment for which selected.~~

- ~~(o) The Board of Directors shall meet at least annually and at any other time the Board may authorize at such time and place as it may elect for the purpose of transacting the general business of the Association. Special meetings may be called by the Chair of the Association, by not less than one third (1/3) of the members of the Board of Directors or upon written application of twenty five (25) members of the Board of Directors. Notice of all meetings shall be sent twenty (20) days in advance and in the case of special meetings must state the business to be transacted, and none other shall be entertained.~~
- ~~(p) At least one third (1/3) of the Board shall be necessary to constitute a quorum for the transaction of business, and the action of a majority of those present shall be final and binding. Robert's Rules of Order shall govern the transaction of business at all meetings.~~
- ~~(q) Whenever in the opinion of the Chair it is expedient to submit any matter for immediate consideration of the Board of Directors, it may be submitted in writing, and the action of the majority of the Board voting on any proposal so submitted shall be as final and binding as though submitted and acted on at a meeting at which members were personally present, provided that at least one third (1/3) vote on the proposition.~~
- (r) Directors shall receive no compensation for their services.
- (s) Directors holding such office in a dual capacity shall only be entitled to one vote.

12. OFFICERS

- (a) **Board Officers.** The Association shall have four officer members of the Board of Directors:
- i. Board Chair;
 - ii. Chair-Elect;
 - iii. Vice Chair;
 - iv. Treasurer.
- (b) Only employees of Active members shall be eligible to seek and hold a Board officer position.
- i. Board officers shall be elected annually by the Board of Directors at the Organization Meeting and shall hold office at the pleasure of the Board of Directors. Each officer position term shall be for one (1) year, or until their successor is elected and qualifies.
 - ii. The Chair-Elect shall automatically assume the position of Board Chair at the Organization Meeting, or upon the incapacity of the Board Chair.
 - iii. Upon the affirmative vote of a majority of all members of the Board of Directors, any officer may be removed, either with or without cause, and a successor may be elected at any special meeting of the Board of Directors called for that purpose.
 - iv. The Board of Directors shall fill any other officer vacancies that may be created or exist from the membership of the Board of Directors.
- (c) **Board Chair.** The Board chair shall: preside at all meetings of the Association membership and the Board of Directors; have all the of the general powers and duties which are incident of the office of 'chairman of the board' as organized under the New Jersey Nonprofit Corporation Act; appoint chairs to all standing committees and steering committees; appoint at-large members to the Board of Directors; and from time to time assist in the conduct of the affairs of the Association.
- (d) **Chair-Elect.** The Chair-Elect shall: take the place of the Board Chair and perform the duties of the Board Chair whenever the Board Chair shall be absent or unable to act; perform such other duties as shall be imposed by the Board of Directors or the Board Chair.
- (e) **Vice Chair.** The Vice Chair shall: take the place of the Board Chair and perform the duties of the Board Chair whenever the Board Chair and Chair-Elect are concurrently absent or unable to act; perform such other duties as shall be imposed by the Board of Directors of the Board Chair.
- (f) **Treasurer.** The Treasurer shall: be responsible for keeping full and accurate financial records and books of account showing all receipts and disbursements; prepare all required financial data; and, in general, perform all the duties incident of the office of 'treasurer' as organized under the New Jersey Nonprofit Corporation Act.
- (g) **Administrative Officers.** The Association shall have four administrative officer members:
- i. President and Chief Executive Officer
 - ii. Corporate Secretary
 - iii. Corporate Assistant Secretary

12. OFFICERS

- (a) The Association shall have a Chair, Chair-Elect, Vice Chair, Treasurer and Secretary and, if the Board of Directors shall so determine, an Assistant Secretary and an Assistant Treasurer. The first four mentioned officers shall be the sole officer members of the Board of Directors. The Chair-Elect shall become Chair at the Board of Directors meeting during the Annual Convention the year following his election, or upon the death or resignation, or inability to act, of the Chair. The Board of Directors shall fill any other officer vacancies that may be created or exist from the membership of the Board of Directors. Only owners or employees of Active members and Association employees shall be eligible to hold office. Such officers shall receive no compensation if elected from the representatives of members of the Association. They shall be elected by the Board of Directors at their first meeting and shall hold office for one (1) year or until their successor is elected and qualifies.
- ~~(b) On or before sixty (60) days prior to the opening of the annual meeting, a statement of intent to nominate for office, other than for the office of Chair or an office filled by a member of the staff, must be filed with the Association Secretary. If the Chair-Elect is unable to assume the Chairmanship, the office of Chair will be included in the nominating process. Statements of intent to nominate may be filed by accredited representatives of member companies. Within five (5) business days, a notice will be sent to the Board by the Association Secretary informing active members of the nominations received with a statement that any further nominations must be received within fifteen (15) days from the date of the notice. Within ten (10) days following, a special nominating committee composed of the five (5) immediate past chairmen still actively engaged in the industry and with a member company may submit additional nominees. The immediate past chairman shall be chairman of this committee. No nominations other than those so submitted shall be considered, provided that if no nomination is filed for an office, the Board of Directors may, at the time for election of officers, accept nominations for that office. At least fifteen (15) days before the annual meeting opens, the Association Secretary shall furnish the Board of Directors for the ensuing Association year with a list of nominees so filed.~~
- ~~(c) In the event a nominee is not capable of accepting office in the opinion of the Board of Directors, the nominations shall be reopened.~~
- ~~(d) Any nominee from the Active members in order to be eligible for office must have two (2) years prior service on the Board of Directors.~~
- ~~(e) The Board of Directors may employ a President and such other officers and employees as it may see fit for the carrying on of the affairs of the Association. Their duties and responsibilities shall be as determined by the Board of Directors.~~
- ~~(f) All officers' duties shall be such as usually pertain to their offices or as assigned by the Association. The Chairman shall be an ex-officio member of all committees.~~

iv. Assistant Treasurer

- (h) Only employees of the Association shall be eligible to hold an administrative officer position, upon recommendation by the Executive Committee.
- i. Administrative officers, other than the position of President and Chief Executive Officer, shall be elected annually by the Board of Directors at the Organization Meeting. Each officer position term shall be for one (1) year, or until their successor is elected and qualifies.
- (i) **President and Chief Executive Officer.** The President and Chief Executive Officer Committee shall: be the primary administrative officer and general manager of the Association with authority over conduct of the affairs of the Association; and perform such duties and services as the Board of Directors shall authorize.
- (j) **Corporate Secretary.** The Corporate Secretary shall: keep the minutes of all meetings of the Association and Board of Directors; have charge of such books and papers as the Board of Directors may direct; maintain a register setting forth the place to which all notices to Association members shall be delivered; and, in general, perform all the duties incident of the office of 'secretary' as organized under the New Jersey Nonprofit Corporation Act.
- (k) **Corporate Assistant Secretary.** The Corporate Assistant Secretary shall: take the place of the Corporate Secretary and perform the duties of the Corporate Secretary whenever the Corporate Secretary be shall absent or unable to act; and perform such other duties as shall be imposed by the Board of Directors or the Corporate Secretary.
- (l) **Assistant Treasurer.** The Assistant Treasurer shall: assist the Treasurer in fulfilling their duties incident of the office of 'treasurer' as organized under the New Jersey Nonprofit Corporation Act.

13. EXECUTIVE COMMITTEE

- (a) The Association shall have an Executive Committee which shall have general supervision of the affairs of the Association in the interim between Board meetings and at such time shall have all the powers of the Board of Directors. It shall meet upon call of the Board Chair.
- (b) The Executive Committee shall be composed of the Board Officers and the Immediate Past Board Chair. The Board of Directors may assign additional members to the committee which reflect the various business segments and industry interests represented among Active members.
- (c) The Executive Committee, in addition to the customary duties and responsibilities of such a committee, shall:
 - i. Consider and make recommendations on all matters of Association financing and expenditures.
 - ii. Formulate and recommend changes to this *Constitution* and the *Rules and Procedures* of the Association.
 - iii. Consider, formulate and make recommendations on matters and policy relating to immediate and long-range planning, organizational structure, management and personnel, and functioning of the Association.

13. EXECUTIVE COMMITTEE

- ~~(a) The Executive Committee of the Association shall be composed of the Chairman, Chairman-Elect, Vice Chairman, Treasurer, the Immediate Past Chairman eligible to serve on the Board of Directors and an additional twelve (12) Active members of the Board of Directors elected from and by the industry sections in Board membership for a term of one (1) year as follows:
 - Six marketers, three from interstate companies and three from intrastate companies
 - Two propane suppliers
 - One distributor
 - Two manufacturers
 - One serviceThe Chairman-Elect shall be Chairman of the Executive Committee. The Executive Committee shall have general supervision of the affairs of the Association in the interim between Board meetings and at such time shall have all the powers of the Board of Directors. It shall meet upon call of the Chairman.~~
- ~~(b) Notice of any special meeting of the Executive Committee shall be given at least five (5) days previous thereto by written notice to each member of the Executive Committee. Neither the business to be transacted nor the purpose of any regular or special meeting of the Executive Committee need be specified in the notice of such meeting unless specifically required by law or this Constitution.~~
- ~~(c) A majority of the Executive Committee shall constitute a quorum for the transaction of business at any meeting of the Executive Committee, provided that if less than a majority of the members of the Executive Committee are present at such meeting, a majority of those present may adjourn the meeting from time to time without further notice.~~
- ~~(d) The act of a majority of the members of the Executive Committee attending a meeting at which a quorum is present shall be the act of the Executive Committee, except where otherwise provided by law or this Constitution.~~
- ~~(e) Interim vacancies occurring in the Executive Committee, other than officer members, shall be filled through appointment by the Chairman from the industry segments which designated the previous holder of such position, and such appointment shall serve for the unexpired term of his predecessor.~~
- (f) The Executive Committee, in addition to the customary duties and responsibilities of such committee, shall
 - (1) Consider and make recommendations on all matters of Association financing and expenditures.
 - (2) Formulate and recommend changes in this Constitution and procedures of the Association.
 - (3) Select and supervise the President and approve selection of other executive staff members.
 - (4) Consider, formulate and make recommendations on matters and policy relating to immediate and long range planning, organizational structure, management and personnel and functioning not within the scope of existing standing or special committees.

14. COMMITTEES

- (a) The Executive Committee, subject to the approval of the Board of Directors, will establish committees as it deems necessary for the carrying out of the purposes set forth in this *Constitution*.
- (b) Committee chairs and committee members shall serve terms as fixed by the Executive Committee, unless such committee is earlier discharged or consolidated.
- (c) The Board Chair shall be an ex-officio member of all committees.
- (d) The duties, policies and scopes of such committees shall be as prescribed by the Executive Committee, subject to approval by the Board of Directors.

14. COMMITTEES

The Executive Committee, subject to the approval of the Board of Directors, will establish such committees as it deems necessary for the carrying out of the purposes set forth in these Articles. Chairmen of committees and committee members shall serve terms as fixed by the Executive Committee, unless such committee is earlier discharged or consolidated, and shall be appointed by the Chairman subject to approval by the Executive Committee. The duties, policies and scopes of such committees shall be as prescribed by the Executive Committee, subject to approval by the Board of Directors.

15. ORGANIZATION

- (a) DISTRICTS: For the purpose of electing Directors and for such other purposes as may be suitable to the needs of the Association, the Board of Directors shall establish and maintain geographic districts within the United States, Mexico, and Canada.
- (b) SECTIONS
- i. **Active Members.** There shall be created as sections of the Association, including the following groups of Active members having specialized interests:
 - A. **Dispensers Section**
 - B. Distributors Section
 - C. International Section
 - D. Manufacturers Section
 - E. Marketers Section
 - F. **Producers and Wholesalers Section**
 - G. **Services Providers Section**
 - H. Transportation and Storage Section
 - ii. **Individual/Employee Members.** There shall be created as a section of the Association the following group of Individual/Employee members having specialized interests:
 - A. Individual/Employee Member Section
 - iii. Each section shall have a Chair to be elected from the representatives of that section on the Board of Directors.
 - iv. Sections may formulate their own procedures, so long as they are consistent with this *Constitution* and *Rules and Procedures*. Such procedures must be approved by the Board of Directors.
- (c) Sections and districts may hold meetings for discussion, exchange of information and promotion of the objectives of their membership and otherwise operate as they may desire consistent with the general policies of the Association. Sections may propose or recommend at the Annual Meeting or to the Board of Directors action on any matter desired. Meetings of sections and districts may be held at such time and place as the section or district may desire.
- (d) Sections may propose action committing the Association only in conformity with established procedures of the Association.
- (e) Sections and districts shall not solicit funds or accept contributions except when authorized by the Board of Directors.
- (f) Sections and districts shall not incur financial obligations or commit themselves or the Association to any expenditures unless previously authorized by the Board of Directors.
- (g) AFFILIATED ASSOCIATIONS:
- i. Affiliate members, including local, state, and regional associations may establish terms, conditions or other agreements relative to the payment of dues, financial relations, membership rights and such other duties or privileges which enhance cooperation with the Association. In the interest of uniformity, a dues

15. ORGANIZATION

- 4) DISTRICTS: For the purpose of electing Directors and for such other purposes as may be suitable to the needs of the Association, the Board of Directors shall establish from time to time such geographic districts within the United States and other countries wherein the Association has members as the Board may deem necessary or desirable, taking into consideration the mutuality of interests, common nature of operations and political and geographical divisions. ~~In no event shall the term "political" or "geographical" division be construed to mean an area less than a state or province.~~

~~The Active members in the states comprised within a district shall be members for the district. Districts having state associations within such districts and organized as part of said district shall have an executive committee. This executive committee shall be composed of the district director as chairman, the presidents of the state associations and the state directors. The duties of this executive committee shall be to direct and manage district affairs under such rules and procedures as may be prescribed by the NPGA Board.~~

- 2) SECTIONS: There shall be created as sections of the Association the following groups of members having specialized interests:
- 1) Marketers Section
 - 2) Manufacturers Section
 - 3) Propane Suppliers Section
 - 4) Transportation and Storage Section
 - 5) International Section
 - 6) Distributors Section
 - 7) Services Section
 - 8) Individual/Employee Member Section
- Sections shall have Chairmen to be elected from the representatives of this section on the Board of Directors.
- 3) Sections and districts may formulate their own bylaws and procedures, if such bylaws and procedures are consistent with these Articles of Association and the rules and procedures. Such bylaws and procedures must be submitted to the Board of Directors for approval.
- 4) Sections and districts may hold meetings for discussion, interchange of information and promotion of the objectives of their membership and otherwise operate as they may desire consistent with the general policies of the Association. Sections and districts may propose or recommend to the annual meeting or to the Board of Directors action on any matter desired. Meetings of sections and districts may be held at such time and place as the section or district may desire.

formula comparable to that of this Association is suggested as a guide.

- ii. Affiliate members shall formulate their own constitution, bylaws, and procedures provided that such are not inconsistent with the *Constitution, Rules and Procedures* of the Association. Each affiliate member shall submit annually a copy of its constitution, by-laws, and procedures to the Corporate Secretary.
- iii. Affiliate members may propose or recommend to the Board of Directors action on any matter desired. Such proposals shall be in conformity with the established procedures of the Association. Affiliate members shall not take action committing the Association or represent themselves as a component part or agent for the Association without specific authorization from the Board of Directors.
- iv. Affiliate members shall not incur financial obligations on behalf of or commit the Association to any expenditure unless specifically authorized by the Board of Directors.

- (1) Affiliate members shall handle industry matters which pertain to, or limit interest to, the industry within the area covered by the affiliated association with such reasonable assistance as may be available from NPGA upon request. NPGA shall handle all affairs affecting the industry nationally, having interstate implications, or arising outside the area of an affiliated association.
- (2) In the case of an affiliated association not maintaining staff assistance in carrying out activities, at the discretion of the Board of Directors, NPGA staff services may be provided, and NPGA shall be compensated for such services, which may be met through a supplementary dues schedule. The Board of Directors may allocate to NPGA regional offices, or to the affiliate association, to provide continuing service, during any period of transition, such proportion of dues arising from industry business within the area covered, as may be reasonable and necessary.
- (3) Affiliate members shall receive a copy of all general membership bulletins and publications issued by the Association. The Affiliate member will distribute all such Association bulletins and publications of general interest directly to its membership within an affiliate members geographic jurisdiction.
- (4) Affiliate members may terminate their membership with the Association upon failure of the Association to perform its obligations. The Board of Directors may terminate an Affiliate membership if a member fails to fulfill its undertakings to the Association. Upon such termination all amounts due as of the date of termination shall be paid.

- 5) Sections and districts may propose action committing the Association only in conformity with established procedures of the Association.
- 6) Sections and districts shall not solicit funds or accept contributions except when authorized by the Board of Directors.
- 7) Sections and districts shall not incur financial obligations or commit themselves or the Association to any expenditures unless previously authorized by the Board of Directors.
- 8) AFFILIATED ASSOCIATIONS:
 - (1) State or regional associations may become Affiliate members of NPGA under such terms and conditions as the Board of Directors may establish relative to payment of dues, financial relations, membership rights and such other duties or privileges as may be necessary to supplement these basic requirements. In the interest of uniformity, a dues formula comparable to NPGA's is suggested as a guide.

- (2) Upon acceptance of affiliation by the state or regional association, all interstate marketer members having retail locations in that state or region will become active members of the affiliated state or regional association (provided the association maintains legislative lobbying activities and supports code enforcement), and all affiliated intrastate marketer members (with the following exceptions) shall be members of each affiliated state or regional association where they have retail locations and become active members in NPGA with all membership rights except as herein limited.

Exceptions:

- ~~• Those who do not operate bulk storage or bulk truck and do not wish to be NPGA members.~~
- ~~• Those whose primary business is not propane sales and who sell less than 100,000 gallons annually and who do not wish to be NPGA members and provide certification to the state association to that effect. The state association will provide evidence of that certification to NPGA.~~

- (3) Affiliated associations shall formulate their own constitution, bylaws and procedures provided that such are not inconsistent with NPGA Constitution and rules and procedures. Each such affiliated association shall submit, and maintain current, a copy of its constitution, by-laws and procedures with NPGA.

- (4) Affiliated associations may propose or recommend to the Board of Directors action on any matter desired. Such proposals shall be in conformity with the established procedures of NPGA. Affiliated associations shall not take action committing NPGA or represent themselves as a component part or agent for NPGA without specific authorization from NPGA's Board of Directors. They shall not incur financial obligations on behalf of or commit NPGA to any expenditure unless specifically authorized by the Board of Directors of NPGA.
- (5) Affiliated associations shall handle industry matters which pertain to, or limit interest to, the industry within the area covered by the affiliated association with such reasonable assistance as may be available from NPGA upon request. NPGA shall handle all affairs affecting the industry nationally, having interstate implications, or arising outside the area of an affiliated association.
- (6) In the case of an affiliated association not maintaining staff assistance in carrying out activities, at the discretion of the Board of Directors, NPGA staff services may be temporarily provided, and NPGA shall be compensated for such services, which compensation may be met through a supplementary dues schedule. The Board of Directors may allocate to NPGA regional offices, or to the affiliate association, to provide continuing service, during any period of transition, such proportion of dues arising from industry business within the area covered, as may be reasonable and necessary.
- (7) Affiliated associations shall receive a copy of all general membership bulletins and publications issued by NPGA, including corporate proceedings. NPGA will distribute all Association bulletins and publications of general interest directly to the NPGA membership within the affiliated associations. Regional programs, meetings, conferences, etc., in such fields as safety, management, and general industry education, and exhibits that encompass regional areas, including areas with affiliate associations, shall remain within the jurisdiction of NPGA to be conducted by and under its supervision.
- ~~(5) For the purpose of distinguishing between an interstate marketer and an intrastate marketer, an interstate marketer is defined as one having at least fifteen (15) retail outlets, with at least seven (7) of those outlets located in a state or states other than the state wherein its principal office is located.~~
- (6) Affiliated associations may terminate their affiliation upon failure of NPGA to perform its undertakings. The Board of Directors of NPGA may terminate an Affiliate membership if such affiliated association fails to fulfill its undertakings to NPGA. Upon such termination all amounts due as of the date of termination shall be paid.

16. MEETINGS

(a) Association Membership Meetings

i. Annual Meeting

1. The membership of the Association shall convene at least once annually, as required by the New Jersey Nonprofit Corporation Act.
2. The Annual Meeting of the Association shall convene for the purpose of electing members of the Board of Directors and transacting the business of the Association. The meeting shall be held in the month of April, May, or June at such place as may be determined by the Board of Directors. Written notice is to be given to all members at least thirty (30) days in advance.
3. The Active, Retired, and Honorary members present at any meeting shall constitute a quorum for the transaction of business, and, except for amendments, alterations, or repeal of this *Constitution*, a majority of the votes cast at any meeting shall bind the Association. Accredited representatives of Active members may be represented by proxies duly appointed in writing.
4. The order of business for conducting all Annual Meetings shall be established by the Board Chair.

ii. Special Meetings

1. Special meetings of the membership may be called whenever a request is made in writing by more than two-thirds (2/3) of the members of the Board of Directors or twenty-five (25) percent of Active, Retired, and Honorary members. Such requests shall specify the purposes of the meeting to be called, and no other business shall be transacted.
2. Upon a special meeting of the membership being called, the Board of Directors shall determine the time and place of such meeting, with written notice to the Association membership at least thirty (30) days in advance.
3. The Active, Retired, and Honorary members present at any special meeting shall constitute a quorum for the transaction of business, and, except for amendments, alterations, or repeal of this *Constitution*, a majority of the votes cast at any meeting shall bind the Association. Accreditive representatives of Active members may be represented by proxies duly appointed in writing.

(b) Board of Directors Meetings

i. Organization Meeting.

1. The first meeting of the Board of Directors following the Annual Meeting of the Association shall be held within thirty (30) days thereafter at a time and place, including electronically, as shall be fixed by the Board of Directors. No notice shall be necessary to the newly elected members of the Board of Directors in order to constitute such a meeting legally, providing that a majority of the whole Board of Directors be present.

16. MEETINGS

- (a) The annual meeting of this Association for the purpose of electing officers and transacting the business of the Association shall be held in the month of April, May or June at such place as may be determined by the Board of Directors, written notice being given to active members at least thirty (30) days in advance.
- (b) The active members present at any membership meeting shall constitute a quorum for the transaction of business, and a majority of the votes cast at any meeting shall bind the Association.
- (c) The order of business for conducting all annual meetings of members of the Association shall be such as established from time to time by the Board of Directors or the Conventions Committee under the Board's direction. Robert's Rules of Order shall govern where procedure is not otherwise specified.
- (d) Whenever in the opinion of the Board of Directors it is deemed inexpedient to hold an annual or other meeting of the Active members, matters which might be properly brought before such a meeting may be submitted to such members for a vote and the action of a majority of such active members voting on any proposal so submitted shall be as final and binding as though submitted and acted upon at a meeting at which such active members were present.
- (e) Accredited representatives may be represented at any meeting by proxies duly appointed in writing.
- (f) Special meetings shall also be called whenever a request is made therefore in writing by more than two-thirds (2/3) of the members of the Board of Directors or twenty-five (25) percent of the Active members. Such requests shall specify the purposes of the meeting to be called, and no other business shall be transacted. Special meetings may be held at such time and place as may be determined by the Board of Directors with written notice to the members at least thirty (30) days in advance.

2. The Organization meeting of the Board of Directors shall convene for the purpose of electing Board Officers, Administrative Officers, and transacting the general business of the Association
3. At least one-third (1/3) of all members of the Board shall be necessary to constitute a quorum for the transaction of all business at the Organization Meeting, and the action of a majority of those present shall be final and binding. The current edition of *Robert's Rules of Order* shall govern the conduct of the meetings of the Board of Directors when not in conflict with this *Constitution* or the *Rules and Procedures*.

ii. **Regular Meetings**

1. Regular meetings of the Board of Directors may occur at any other time and place, including electronically, for the purpose of transacting the general business of the Association, as established by the Board of Directors
2. Notice of all regular meetings of the Board of Directors shall be sent thirty (30) days in advance.
3. At least one-third (1/3) of all members of the Board shall be necessary to constitute a quorum for the transaction of business at regular meetings, and the action of a majority of those present shall be final and binding. The current edition of *Robert's Rules of Order* shall govern the conduct of the meetings of the Board of Directors when not in conflict with this *Constitution* or the *Rules and Procedures*.

iii. **Special Meetings**

1. Special meetings may be held at such time and place as may be determined by the Board of Directors with written notice to the members at least thirty (30) days in advance.
2. Special meetings of the Board of Directors, not including the Organization meeting or established Regular Meetings, may be called by the Board Chair or by at least two thirds (2/3) of all members of the Board of Directors.
3. At least one-third (1/3) of all members of the Board shall be necessary to constitute a quorum for the transaction of all business at a Special Meeting, and the action of a majority of those present shall be final and binding. The current edition of *Robert's Rules of Order* shall govern the conduct of the meetings of the Board of Directors when not in conflict with this *Constitution* or the *Rules and Procedures*.

iv. **Action Without Meeting**

1. Whenever, in the opinion of the Board Chair, it is necessary to submit a matter for immediate consideration and action by the Board of Directors, the Board Chair may submit the matter in question in writing to all members of the Board.
2. Action on any submitted matter shall be conducted by mail or electronic ballot.
3. At-least one-third (1/3) of all Board members must vote on the matter. A majority vote of Board members who cast a vote on the matter shall be final and binding.

4. Any such action shall be filed with the minutes of proceeding meeting of the Board of Directors.